



SANJIVANI PARANTERAL LIMITED

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SIXTH ANNUAL REPORT 1999 - 2000

SANJIVANI PARANTERAL LIMITED

BOARD OF DIRECTORS

A. H. Khemka	Chairman
Ashwin Khemka	Joint Managing Director
Ramashankar Yadav	
Ashutosh Shastri	
Kailash P. Agarwal	
P. D. Mathur	
Sanjiv Satam	

AUDITORS

M/s. A. P. Doshi & Co.
Chartered Accounts
Mumbai.

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BANKERS

The Thane Janata Sahakari Bank Ltd.
Thane.

REGISTERED OFFICE :

205, P. N. Kothari Industrial Estate,
L. B. S. Marg,
Bhandup (West),
Mumbai - 400 078.

REGISTRAR & TRANSFER AGENT

Intime Spectrum Registry Pvt. Ltd.
260-A, Shanti Indl. Estate,
Sarojini Naidu Road, Mulund (West),
Mumbai - 400 080.



SANJIVANI PARANTERAL LIMITED

NOTICE

Notice is hereby given that the SIXTH ANNUAL GENERAL MEETING of SANJIVANI PARANTERAL LIMITED. will be held as scheduled below :

DAY : FRIDAY

DATE : 29TH SEPTEMBER, 2000

TIME : 11.30 A.M.

PLACE : NATIONAL HIGH SCHOOL
AUDITORIUM,
NATIONAL HIGH SCHOOL
MARG, BHANDUP (WEST),
MUMBAI - 400 078.

Agenda for the meeting is as under :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors Report and Auditor, Profit and Loss Account of the company for the accounting year ended 31st March, 2000 and the Balance Sheet of the company as on that date.
2. To appoint a Director in place of Shri Asutosh Shastri who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Ramashankar Yadav who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s A. P. Doshi & Co., Chartered Accountants, as Auditors of the Company to hold the office from the conclusion of this annual general meeting until the conclusion of next Annual General Meeting on such remuneration as shall be decided by the Board of Directors of the company.

SPECIAL BUSINESS:-

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Shri Prahalad B.Mathur who was appointed by the Board of Directors an Additional Director of the Company and who hold office upto the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member proposing the candidature of Shri Prahalad B.Mathur for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Shri Sanjiv T.Satam who was appointed by the Board of Directors an Additional Director of the Company and who hold office upto the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member proposing the candidature of Shri Sanjiv T.Satam for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."



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7. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION :

RESOLVED THAT Pursuant to the provisions of section 269 and 198 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the 'Act') read with Scheduled XIII to the Act the approval of the company be and is hereby accorded to the appointment of Shri Prahalad B.Mathur as a Whole Time Director of the company for a period of 1 (One) years with effect from 31st March, 2000 without any remuneration and upon terms and conditions as set out in the letter of appointment dated 31st March, 2000 issued to him, a copy of which is submitted to this meeting and initialed by the Managing Director for the purpose of identification.

8. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION :

RESOLVED THAT Pursuant to the provisions of section 269 and 198 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the 'Act') read with Scheduled XIII

to the Act the approval of the company be and is hereby accorded to the appointment of Shri Sanjiv T.Satam as a Whole Time Director of the company for a period of 3 (Three) years with effect from 29th July,2000 at a remuneration and upon terms and conditions as set out in the letter of appointment dated 29th July 2000 issued to him, a copy of which is submitted to this meeting and initialed by the Managing Director for the purpose of identification.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the company, the Whole time Director be paid the same remuneration, as specified in the letter of appointment, including perquisites as minimum remuneration in accordance with the applicable provisions and subject to the ceiling limits specified under Section II of part II of Schedule XIII to the Act.

RESOLVED FURTHER THAT the Board of Director of the company be and is hereby authorised to vary and increase the remuneration and perquisites and they may consider appropriate, which is within the ceiling limits laid down under the applicable provisions of the Act or any statutory amendment in the law for the time being in force and members hereby approve such variation or increase as may be determined by the Board from time to time

Mumbai
30th August,2000

By order of the Board

A. H. KHEMKA
CHAIRMAN

Regd. Office :
205, P. N. Kothari Industrial Estate,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078.

**SANJIVANI PARANTERAL LIMITED**

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED/ RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THIS ANNUAL GENERAL MEETING.
2. The relative explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business under item Nos. 5 to 8 as set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the company will remain closed from 21st September,2000 to 28th September,2000.
4. Members are requested to notify immediately change in their address, if any, to the company's registered office and/or to the company's share transfer agent Intime Spectrum Registry Pvt.Ltd.260- A,Shanti Industrial Estate, Sarojini Naidu Road, Mulund (W), Bor: bay - 400 080.
5. Members are requested to bring the copy of Annual Report at the time of attending the Annual General Meeting.
6. Members seeking any information / clarification with regards regards to accounts are requested to write to the company at an early date so as to enable the management to keep the information ready.
7. Members/proxy holders are requested to produce attendance slip, at the entrance of the Hall of the meeting duly completed and signed.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

FOR ITEM NOS. 5 & 7

Shri Prahalad B.Mathur was co-opted as Additional Director and he was appointed as Whole Time Director in the meeting of Board of Directors held on 31st March,2000 for the period of one (1) year with effect from 31st March, 2000 subject to approval of the Members.

Shri Prahalad B.Mathur holds office as a Director only up to the date of the ensuing Annual General Meeting. A notice has been received under Section 257 of the Companies Act,1956 proposing his appointment as a Director of the company along with a deposit of Rupees Five Hundred. It is proposed to appoint him as a Director.

Mr.Prahalad B. Mathur has wide experience in the pharmaceuticals industry over a period of 30 years. During this period, he had occupied senior executive position in large sized Pharmaceutic plant. Shri Prahalad B.Mathur has the requisite qualifications and experience for the responsibilities as Whole Time Director for successful continuous growth of the Company.

The Board has appointed him as Whole time Director of the company for a period of one year with effect from 31st March, 2000 without remuneration and upon such terms and conditions as mentioned in the Letter of Appointment dated 31st March,2000 a copy of which is submitted to this meeting and has been initialed by the Managing Director for the purpose of identification.

The list of terms and conditions contained in the said Letter of Appointment are reproduced herebelow.

Salary : NIL

Sitting Fees : The Whole Time Director shall not be entitled to any Sitting Fees for attending meetings of the board or any committee thereof.

Responsibilities : You will be responsible for the day to day management of the affairs of the company under the supervision and control of the Board of Directors of the company. For all other important matters you will be reporting to the Board.

You will devote your full time and attention for the work and well being of the company. You will not take any appointment and/or assignment in other organisation without prior approval of the Board of Directors of the company. You will work for the benefit and in the interest of the company and its shareholders. His appointment is subjected to approval of members in General Meeting.

The above may be treated as an abstract of the Letter of Appointment dated 31st March,2000 issued to Shri Prahalad B. Mathur pursuant to Section 302 to the Companies Act,1956.

A copy of the Letter of Appointment dated 31st March,2000 will be available for inspection by the Members at the Registered office of the Company any time between 11.00 a.m. and 1.00 p.m. on all working days upto the date of Annual General Meeting.

The appointment of Shri Prahalad B.Mathur as Whole time Director of the company and the terms and conditions as brief set out hereinabove are subject to approval of Members of the company.In compliance with the provisions of the companies Act,1956 this resolution is now placed before the members for their approval.

In view of his knowledge and experience, the Board considers that it will be beneficial to the



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company to avail of his services and, hence, the Board recommends adoption of the resolutions nos.6 and 8 None of the Directors of the company except Shri Prahalad B.Mathur is deemed to be concerned or intrested in the resoluti on at item Nos.6 and 7 of the accompanying notice.

FOR ITEM NOS. 6 & 8

Shri Sanjiv T.Satam was co-opted as additional Director and he was appointed as Whole Time Director in the meeting of Board of Directors held on 29th July,2000 for the period of three (3) years with effect from 29th July,2000 subject to approval of the Members.

Shri Sanjiv T.Satam holds office as a Director only up to the date of the ensuing Annual General Meeting. A notice has been received under Section 257 of the Companies Act,1956 proposing his appointment as a Director of the company along with a deposit of Rupees Five Hundred. It is propesed to appoint him as a Director.

Shri Sanjiv T.Satam has wide experience in the Project implementation, Plant Maintenance of Bulk Drug plant over a period of 20 years. During this period, he had occupied Chief Engineer in large sized Pharmaceuitcal plant. Shri Sanjiv t. Satam has the requisite qualifications and experience for the responsibilities as Whole Time Director for successful continous growth of the Company.

The Board has appointed him as Whole time Director of the company for a period of three years with effect from 29th July, 2000 at a remuneration and upon such terms and conditions as mentioned in the Letter of Appointment dated 29th July, 2000 a copy of which is submitted to this meeting and has been initialed by the Managing Director for the purpose of identification.

The list of terms and conditions contained in the said Letter of Appointment are reproduced herebelow.

Salary : Rs.23,000/- p.m. including perquisites
Following Perquisites are not included in the above salary

(i) Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the Computation of the ceiling on perquisites to the extent those,either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a months salary for each completed year of service.

(ii) Earned Leave : On full pay and allowance as per the rules of the Company but not exceeding one month's leave for every eleven months of service.Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites. Sitting Fees : The Whole Time Director shall not be entitled to any Sitting Fees for attending meetings of the board or any committee thereof.

Minimum Remuneration : In terms of section II of part II of Schedule XIII of the Companies ACT,1956 the above remuneration will continue to be paid to you as minimum remeuneration and in no case it will exceed the minimum remuneration payable to the managerial person as specified in part II of schedule II of Comapanies ACT,1956 or any amendment thereto.

Responsibilities : You will be responsible for the day to day management of the affairs of the company under the supervision and control of the Board of Directors of the company. For all other important matters you will be reporting to the Board. You will devote your full time and attention for the work and well being of the company.You will not



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take any appointment and/or assignment in other organisation without prior approval of the Board of Directors of the company. You will work for the benefit and in the interest of the company and its shareholders. His appointment is subjected to approval of members in General Meeting.

The above may be treated as an abstract of the Letter of Appointment dated 29th July, 2000 issued to Shri Sanjiv T. Satam pursuant to Section 302 to the Companies Act, 1956.

A copy of the Letter of Appointment dated 29th July, 2000 will be available for inspection by the Members at the Registered office of the Company any time between 11.00 a.m. and 1.00 p.m. on all working days upto the date of Annual General Meeting. The appointment of

Shri Sanjiv T. Satam as Whole time Director of the company and the terms and conditions as brief set out hereinabove are subject to approval of Members of the company. In compliance with the provisions of the companies Act, 1956 this resolution is now placed before the members for their approval.

In view of his knowledge and experience, the Board considers that it will be beneficial to the company to avail of his services and hence, the Board recommends adoption of the resolutions nos. 7 and 9

None of the Directors of the company except Shri Sanjiv T. Satam is deemed to be concerned or interested in the resolution at item Nos. 6 and 8 of the accompanying notice.

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Mumbai
30th August, 2000

Regd. Office :
205, P. N. Kothari Industrial Estate,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078.

By order of the Board

A. H. KHEMKA
CHAIRMAN